

SECURITIES

11021406

Washington, D.C. 20549

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## OMB APPROVAL

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SEC FILE NUMBER

8-65520

**ANNUAL AUDITED REPORT  
FORM X-17A-5  
PART III****FACING PAGE****Information Required of Brokers and Dealers Pursuant to Section 17 of the  
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder**REPORT FOR THE PERIOD BEGINNING JANUARY 1, 2010 AND ENDING DECEMBER 31, 2010  
MM/DD/YY MM/DD/YY**A. REGISTRANT IDENTIFICATION**NAME OF BROKER-DEALER: MIDDLEBURY SECURITIES, LLC**OFFICIAL USE ONLY**

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

FIRM ID. NO.

122602

1043 SHEEP FARM ROAD

(No. and Street)

WYBURY

(City)

VT

(state)

05453

(zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

JAMES ROBINSON, Principal1-802-385-1161

(Area Code - Telephone No.)

**B. ACCOUNTANT IDENTIFICATION**

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*

Karll, Harvey CPA, P.C.

(NAME- IF INDIVIDUAL STATE LAST, FIRST, MIDDLE NAME)

41 Middle Street

(Address)

Newburyport

(City)

MA

(State)

01950-2755

(ZIP Code)

CHECK ONE:

☒ XX Certified Public Accountant

Public Accountant

Accountant not resident in United States or any of its possessions.

FOR OFFICIAL USE ONLY

\*Claims -for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant  
must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See section 240.17a-5(e)(2).

SEC 1410 (06-02)


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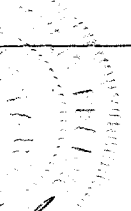
WJ  
2/21

## OATH OR AFFIRMATION

I, James Robinson swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statements and supporting schedules pertaining to the firm of Middlebury Securities, LLC, as of December 31, 2010 are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

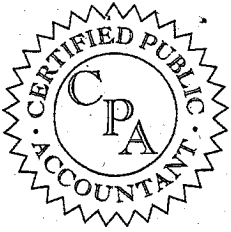
  
\_\_\_\_\_  
Signature  
Mary M. M. M.  
\_\_\_\_\_  
Title

  
Nick Feltz Commission expires: 2-10-15  
\_\_\_\_\_  
Notary Public  
County of Addison State of Vermont

This report\*\* contains (check all applicable boxes):

- X (a) Facing page.
- X (b) Statement of Financial Condition.
- X (c) Statement of Income (Loss).
- X (d) Statement of Changes in Financial Condition.
- X (e) Statement of Changes in Stockholders' Equity, or Partners' or Sole Proprietor's Capital.
- (f) Statement of Changes in Liabilities Subordinated to Claims, of Creditors.
- X (g) Computation of Net Capital
- X (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- (l) Information Relating to the Possession or control Requirements under Rule 15c3-3.
- X (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- X (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation
- X (l) An Oath or Affirmation
- (m) A copy of the SIPC Supplemental Report.
- X (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

\*\*For conditions of confidential treatment of certain portions, of this filing, see section 240.17d-5 (e)(3).



# Harvey E. Karll CPA, P.C.

41 Middle Street  
Newburyport, Massachusetts 01950  
(978) 465-9512 Fax (978) 462-9043

## **Report on Internal Control Required By SEC Rule 17a-5 for a Broker-Dealer claiming an exemption From SEC Rule 15c3-3**

To the Members  
Middlebury Securities, LLC  
Weybridge, Vermont

In planning and performing my audit of the financial statements of Middlebury Securities, LLC for the year ended December 31, 2010, I considered its internal control, including control activities for safeguarding securities, in order to determine my auditing procedures for the purpose of expressing my opinion on the financial statements and not to provide assurance on the internal control.

Also, as required by Rule 17a-5(g)(1) of the Securities and Exchange Commission ("SEC"), I have made a study of the practices and procedures followed by the Company including tests of such practices and procedures that I considered relevant to the objectives stated in Rule 17a-5(g) in making the periodic computations of aggregate indebtedness (or aggregate debts) and net capital under Rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of Rule 15c3-3. Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, I did not review the practices and procedures followed by the Company in any of the following:

1. Making quarterly securities examinations, counts, verifications, and comparisons and recordation of differences required by Rule 17a-13
2. Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System.

The management of the Company is responsible for establishing and maintaining internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the SEC's above-mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide management with reasonable, but not absolute assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition and that transactions are executed in accordance with management's authorization and recorded

properly to permit preparation of financial statements in conformity with generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in any internal control or the practices and procedures referred to above, errors or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

A control deficiency exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A significant deficiency is a control deficiency, or combination of control deficiencies, that adversely affects the entity's ability to initiate, authorize, record, process, or report financial data reliably in accordance with generally accepted accounting principles such that there is more than a remote likelihood that a misstatement of the entity's financial statements that is more than inconsequential will not be prevented or detected by the entity's internal control.

A material weakness is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the financial statements will not be prevented or detected by the entity's internal control.

My consideration of internal control was for the limited purpose described in the first and second paragraphs and would not necessarily identify all deficiencies in internal control that might be material weaknesses. I did not identify any deficiencies in internal control and control activities for safeguarding securities that I consider to be material weaknesses, as defined above.

I understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on my study, I believe that the Company's practices and procedures were adequate at December 31, 2010 to meet the SEC's objectives.

This report is intended solely for the information and use of the Board of Directors, Management, the SEC, (Designated self-regulatory organization), and other regulatory agencies that rely on Rule 17a-5(g) under the

Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and is not intended to be and should not be used by anyone other than these specified parties.

*Harvey E. Karll CPA, P.C.*

Harvey E Karll CPA, P.C.

Newburyport, MA

February 22, 2011

MIDDLEBURY SECURITIES, LLC  
AUDITED FINANCIAL STATEMENTS  
YEAR ENDED DECEMBER 31, 2010

## Table of Contents

	Page
Independent Auditors Report.....	1
Statement of Financial Condition.....	2
Income Statement.....	3
Statement of Changes in Members Equity.....	4
Statement of Cash Flows.....	5
Notes to Financial Statements.....	6-7
SUPPLEMENTARY INFORMATION:	
Schedule I: Computation of Net Capital Pursuant to SEC Rule 15c3-1.....	8
Schedule II: Exemptive Provision under Rule 15c3-3....	9
Schedule III: Supplemental SIPC Report.....	11-14



## Harvey E. Karll CPA, P.C.

41 Middle Street  
Newburyport, Massachusetts 01950  
(978) 465-9512 Fax (978) 462-9043

Jim Robinson  
Middlebury Securities, LLC  
Weybridge, Vermont

### INDEPENDENT AUDITORS' REPORT

I have audited the accompanying statement of financial condition of Middlebury Securities, LLC, as of December 31, 2010, and the related statements of income, changes in member's capital, and cash flows for the year then ended that you are filing pursuant to rule 17a-5 under the Securities Exchange Act of 1934. These financial statements are the responsibility of the Company's management. My responsibility is to express an opinion on these financial statements based on my audit.

I conducted my audit in accordance with auditing standards, generally accepted in the United States of America. Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. I believe that my audit provides a reasonable basis for my opinion.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Middlebury Securities, LLC as of December 31, 2010 and the results of its operations and cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

My audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in Schedules I, II and III are presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by Rule 17a-5 under the Securities Exchange Act of 1934. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in my opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

*Harvey E. Karll CPA, P.C.*

Harvey E. Karll CPA, P.C.  
February 22, 2011



Middlebury Securities, LLC  
Statement of Financial Condition  
December 31, 2010

Assets

Cash and cash equivalents	\$ 28,851
Web CRD	<u>1,180</u>
	<u>\$ 30,031</u>

Liabilities and Member's Capital

Liabilities:	
Accounts payable	\$ 10,750
Member's equity	<u>19,281</u>
	<u>\$ 30,031</u>

See Accountant's Report & Accompanying Notes

Middlebury Securities, LLC  
Statement of Income  
Year Ended December 31, 2010

Revenue	
Investment banking fees	\$ 1,507,657
Advisory fees	<u>30,502</u>
	1,538,159
Expenses	
Commissions	1,281,433
Regulatory fees and expense	55,860
Other	<u>195,505</u>
Total Expenses	<u>1,532,798</u>
Net Income	<u>\$ 5,361</u>

(See Accountant's Report & Accompanying Notes)

Middlebury Securities, LLC  
Statement of Changes in Members' Equity  
Year Ended December 31, 2010

Balance, Beginning of Year	\$ 13,920
Net Income	<u>5,361</u>
Balance, End of Year	<u>\$ 19,281</u>

(See Accountant's Report and Accompanying Notes)

MIDDLEBURY SECURITIES, LLC  
Statement of Cash Flows  
Twelve Months Ended December 31, 2010

Year To Date

<b>Cash Provided from Operations</b>		
Net Income ( Loss )	\$ 5,361	
Adjustments		
Add:		
Accounts Payable	10,750	
Less:		
Web CRD Account	( 1,180)	
	<hr/>	
<b>Cash from Operations</b>		<b>14,931</b>
<b>Cash Flows - Invested</b>		
Loan Receivable - Rep	2,250	
	<hr/>	
<b>Investing Cash Flows</b>		<b>2,250</b>
<b>Cash Flows - Financing</b>		
	<hr/>	
<b>Financing Cash Flows</b>		<b>0</b>
		<hr/>
<b>Cash Increase (Decrease)</b>		<b>17,181</b>
<b>Cash - Beginning of Year</b>		
Cash - Checking Wachovia	3,951	
Cash - Money Market	7,719	
	<hr/>	
<b>Total Beginning of Year</b>		<b>11,670</b>
		<hr/>
<b>Cash on Statement Date</b>		<b>\$ 28,851</b>
		<hr/> <hr/>

See Accountant's Report and Accompanying Notes

Middlebury Securities, LLC  
Notes to Financial Statements  
December 31, 2010

1. Nature of Operations

Middlebury Securities, LLC, (the "Company") is a Delaware limited liability company. The Company is a broker/dealer registered with the Securities and Exchange Commission ("SEC") and is a member of Financial Industry Regulatory Authority, ("FINRA"). The Company engages primarily in the private placements of securities. The Company is located in Weybridge, Vermont and serves clients in the United States.

2. Summary of significant accounting policies

Basis of Presentation

The financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America.

Revenue Recognition

Investment banking fees are recorded at the time the transaction is completed and the income is reasonably determinable.

Cash and Cash Equivalents

Cash and cash equivalents include all cash balances and highly liquid investments with an initial maturity of three months or less.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts disclosed in the financial statements. Actual results could differ from those estimates.

3. Exemption from Rule 15c3-3

The Company is exempt from SEC Rule 15c3-3 pursuant to the exemptive provision under subparagraph (k)(2)(i) and, therefore, is not required to maintain a "Special Reserve Bank Account for the Exclusive Benefit of Customers."

(See Accountant's Report & Accompanying Notes)

Middlebury Securities, LLC  
Notes to Financial Statements  
December 31, 2010

4. Net capital requirement

The Company is subject to the SEC Uniform Net Capital Rule 15c3-1. This Rule requires the maintenance of minimum net capital and that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 15 to 1 and that equity capital may not be withdrawn if the resulting net capital ratio would exceed 10 to 1. At December 31, 2010, the Company's net capital was approximately \$18,101 which was approximately \$13,101 in excess of its minimum requirement of approximately \$5,000. At December 31, 2010, the ratio of aggregate indebtedness was 0.59 to 1.0.

5. Income taxes

No provision for federal and state income taxes has been recorded because the Company is a limited liability company and files its tax return as a partnership. Accordingly, the sole member reports his share of the Company's income or loss on his income tax returns.

6. Concentration of credit risk

The Company maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits. Accounts are guaranteed by the Federal Deposit Insurance Corporation ("FDIC") up to \$250,000. The Company has not experienced any losses in such accounts. At December 31, 2010, the Company had \$0 in excess of the FDIC insurance amount.

The Company had ten major customers in 2010 which accounted for approximately 100% of the Company's revenues.

7. Commissions

Commissions and related clearing expenses are recorded on a settlement-date basis as securities transactions occur.

8. Fair Value of Financial Statements

The Company's financial statements are cash and cash equivalents, accounts receivable, and accounts payable. The recorded values of cash and cash equivalents, accounts receivable and accounts payable approximate their fair values based on their short-term nature.

9. Subsequent Events

Management has evaluated subsequent events through February 22, 2011, the date on which the financial statements were available to be issued.

(See Accountant's Report & Accompanying Notes)

## **SUPPLEMENTARY INFORMATION**

Middlebury Securities, LLC  
Computation of Net Capital Pursuant to SEC Rule 15c3-1  
December 31, 2010

Schedule I

Net capital, members' equity	\$ 19,281
Less non-allowable asset	<u>1,180</u>
Net capital	\$ 18,101 =====
Minimum net capital required (under SEC Rule 15c3-1)	\$ 5,000 =====
Excess net capital	\$ 13 101 =====
Aggregate indebtedness	\$ 10,750 =====
Ratio of aggregate indebtedness to net capital	0.59 to 1.0

There are no material differences between the preceding computation and The Company's corresponding unaudited part II of Form X-17A-5 as of December 31, 2010.

(See Accountant's Report & Accompanying Notes)



Middlebury Securities, LLC  
Schedule II  
FINANCIAL AND OPERATIONAL COMBINED UNIFORM SINGLE REPORT  
PART IIA

BROKER OR DEALER Indigo Securities, LLC as of 12/31/10

EXEMPTIVE PROVISION UNDER RULE 15c3-3

If an exemption from Rule 15c3-3 is claimed, identify below the section upon which such exemption is based:

A. (k) (1)—Limited business (mutual funds and/or variable annuities only) \_\_\_\_\_ **4550**

B. (k) (2)(i)—“Special Account for the Exclusive Benefit of customers” maintained \_\_\_\_\_ X **4560**

C. (k) (2)(ii)—All customer transactions cleared through another broker-dealer on a fully disclosed basis

Name of clearing firm(s)

Clearing Firm SEC#s

Name

Product Code

8- _____ [4335A]	_____	_____ [4335B] [4335A2]
8- _____ [4335C]	_____	_____ [4335D] [4335C2]
8- _____ [4335E]	_____	_____ [4335F] [4335E2]
8- _____ [4335G]	_____	_____ [4335H] [4335G2]
8- _____ [4335I]	_____	_____ [4335I] [4335I2]

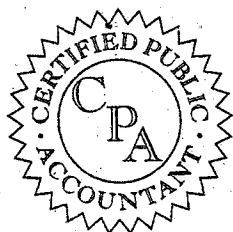
D. (k) (3) Exempted by order of the Commission \_\_\_\_\_ **4580**

(See Accountant's Report and Accompanying Notes)

Middlebury Securities, LLC

Supplemental SIPC Report

December 31, 2010



## Harvey E. Karll CPA, P.C.

41 Middle Street  
Newburyport, Massachusetts 01950  
(978) 465-9512 Fax (978) 462-9043

Member  
Middlebury Securities, LLC

In accordance with Rule 17a-5(e)(4) of the Securities and Exchange Commission, we have performed the following procedures with respect to the accompanying schedule (Form SIPC-7) of Securities Investor Protection Corporation assessments and payments of Middlebury Securities, LLC for the fiscal year ended December 31, 2010. Our procedures were performed solely to assist you in complying with Rule 17a-5(e)(4) and our report is not to be used for any other purpose. The procedures we performed are as follows:

- 1) Compared listed assessment payments with respective cash disbursement records entries;
- 2) Compared amounts included with the amounts reported on the audited Form X-17A-5 for the period January 1, 2010 to December 31, 2010 with the amounts reported in the General Assessment Reconciliation (Form SIPC-7);
- 3) Compared any adjustments reported in Form SIPC-7 with supporting schedules and working papers;
- 4) Proved the arithmetical accuracy of the calculations reflected in Form SIPC-7 and in the related schedules and working papers supporting adjustments; and
- 5) Compared the amount of any overpayment applied with the Form SIPC-7 on which it was computed.

Because the above procedures do not constitute an audit made in accordance with generally accepted auditing standards, we do not express an opinion on the schedule referred to above. In connection with the procedures referred to above, nothing came to our attention that caused us to believe that the amounts shown on Form SIPC-7 were not determined in accordance with applicable instructions and forms. This report relates only to the schedule referred to above and does not extend to any financial statements of Essex Securities, LLC taken as a whole.

*Harvey E. Karll CPA, P.C.*

Harvey E. Karll CPA, P.C.  
February 22, 2011

SIPC-7T

SECURITIES INVESTOR PROTECTION CORPORATION  
805 15th St. N.W. Suite 800, Washington, D.C. 20005-2215  
202-371 - 8300

**General Assessment Reconciliation**

(Read carefully the instructions in your Working Copy before completing this Form)

TO BE FILED BY ALL SIPC MEMBERS WITH FISCAL YEAR ENDINGS

1. Name of Member, address, Designated Examining Authority, 1934 Act registration no. and month in which fiscal year ends for purposes of the audit requirement of SEC Rule 17a-5:

FINRA DEC 10

MIDDLEBURY SECURITIES, LLC

1043 SHEEP FARM ROAD

WEYBRIDGE, VT 05453

Note: If any of the information shown on the mailing label requires correction, please e-mail any corrections to form@sipc.org and so indicate On the form filed.

Name and telephone number of person to contact respecting this form. Craig Sherman 802-458-0369

- 2.A. General Assessment [item 2e from page 2 (not less than \$150 minimum) \$ 4,016
- B. Less payment made with SIPC-6 filed (exclude interest) ( 4,611)
- | Date Paid                | Amount          |
|--------------------------|-----------------|
| <u>June 15, 2010</u>     | \$ <u>595</u>   |
| <u>February 21, 2011</u> | \$ <u>4,016</u> |
- C. Less prior year overpayment applied ( )
- D. Assessment balance due or (overpayment) ( 595)
- E. Interest computed on late payment (see instruction E) for \_\_\_\_\_ days at 20% per annum \_\_\_\_\_
- F. Total assessment balance and interest due (or overpayment carried forward) \$( 595)
- G. PAID WITH THIS FORM:  
Check enclosed, payable to SIPC  
Total (must be same as F above) \$ \_\_\_\_\_
- H. Overpayment carried forward \$( 595)

3. Subsidiaries (S) and predecessors (P) included in this form (give name and 1934 Act registration number):

The SIPC member submitting this form and the person by whom it is executed represent thereby that all information contained herein is true, correct and complete.

Middlebury Securities, LLC  
(Name of Corporation, Partnership or other organization)

(Authorized Signature)

Dated the 22nd day of February, 20 11.

Principal

(Title)

This form and the assessment payment is due 60 days after the end of the fiscal year. Retain the Working Copy of this form for a period of not less than 6 years, the latest 2 years in an easily accessible place.

Dates:

Postmarked  
Calculations

Received

Reviewed  
Documentation

Forward Copy

Exceptions:

**DETERMINATION OF "SIPC NET OPERATING REVENUES"  
AND GENERAL ASSESSMENT**

Amounts for the fiscal period  
beginning January 1, 2010  
and ending December 31, 2010  
Eliminate cents

Item No.

2a. Total revenue (FOCUS Line 12/Part IIA Line 9, Code 4030) \$ 1,606,568

2b. Additions:

- (1) Total revenues from the securities business of subsidiaries (except foreign subsidiaries) and predecessors not included above. \_\_\_\_\_
- (2) Net loss from principal transactions in securities in trading accounts. \_\_\_\_\_
- (3) Net loss from principal transactions in commodities in trading accounts. \_\_\_\_\_
- (4) Interest and dividend expense deducted in determining item 2a, \_\_\_\_\_
- (5) Net loss from management of or participation in the underwriting or distribution of securities. \_\_\_\_\_
- (6) Expenses other than advertising, printing, registration fees and legal fees deducted in determining net profit from management of or participation in underwriting or distribution of securities. \_\_\_\_\_
- (7) Net loss from securities in investment accounts. \_\_\_\_\_

Total additions

1,606,568

2c. Deductions:

- (1) Revenues from the distribution of shares of a registered open end investment company or unit investment trust, from the sale of variable annuities, from the business of insurance, from investment advisory services rendered to registered investment companies or insurance company separate accounts, and from transactions in security futures products. \_\_\_\_\_
- (2) Revenues from commodity transactions. \_\_\_\_\_
- (3) Commissions, floor brokerage and clearance paid to other SIPC members in connection with securities transactions. \_\_\_\_\_
- (4) Reimbursements for postage in connection with proxy solicitation. \_\_\_\_\_
- (5) Net gain from securities in investment accounts. \_\_\_\_\_
- (6) 100% of commissions and markups earned from transactions in (i) certificates of deposit and (ii) Treasury bills, bankers acceptances or commercial paper that mature nine months or less from issuance date. \_\_\_\_\_
- (7) Direct expenses of printing advertising and legal fees incurred in connection with other revenue related to the securities business (revenue defined by Section 16(9) (L) of the Act). \_\_\_\_\_
- (8) Other revenue not related either directly or indirectly to the securities business. (See Instruction C): \_\_\_\_\_

(9) (i) Total interest and dividend expense (FOCUS Line 22/PART IIA Line 13, Code 4075 plus line 2b(4) above) but not in excess of total interest and dividend income. \$ \_\_\_\_\_

(ii) 40% of interest earned on customers securities accounts (40% of FOCUS line 5, Code 3960). \$ \_\_\_\_\_

Enter the greater of line (i) or (ii) \_\_\_\_\_

Total deductions

2d. SIPC Net Operating Revenues \$ 1,606,568

2e. General Assessment @ .0025 \$ 4,016